

12785-15
RECORDATION NO. _____ Filed 1425

RECORDATION NO. _____ Filed 1425

12785
RECORDATION NO. _____ Filed 1425



JAN 21 1981 -1 3 PM
BURLINGTON NORTHERN
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 3 PM
INTERSTATE COMMERCE COMMISSION

JAN 21 1981 -1 3 PM
INTERSTATE COMMERCE COMMISSION

LAW DEPARTMENT

RECORDATION NO. _____ Filed 1425

RECORDATION NO. _____ Filed 1425

12785-1-021-130

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2111

RECORDATION NO. _____ Filed 1425

JAN 21 1981 -1 3 PM
JAN 21 1981 -1 3 PM
INTERSTATE COMMERCE COMMISSION
INTERSTATE COMMERCE COMMISSION

JAN 21 1981

Fee \$ 50.00

JAN 21 1981 -1 3 PM
INTERSTATE COMMERCE COMMISSION

ICC Washington, D. C.

Office of the Secretary
Interstate Commerce Commission
Washington, D.C. 20423

January 20, 1981

RECORDATION NO. _____ Filed 1425

Gentlemen:

JAN 21 1981 -1 3 PM

JAN 21 1981 -1 3 PM

INTERSTATE COMMERCE COMMISSION

INTERSTATE COMMERCE COMMISSION

There is submitted herewith for filing with the Commission pursuant to Section 11303 of the Interstate Commerce Act two fully conformed counterparts of that certain St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 which ran in favor of Guaranty Trust Company Of New York as Trustee, together with amendments thereto, dated July 1, 1902, April 6, 1908, June 1, 1920, April 24, 1937, April 27, 1942, December 30, 1943, March 2, 1970 and October 14, 1976, together with two original counterparts of the Satisfaction and Release of said mortgage dated November 12, 1980.

Enclosed is a check payable to the order of the Commission for \$50.00 in payment of the recordation fee.

The names and addresses of the parties to the mortgage are as follows:

St. Paul-Duluth Division Mortgage, Northern Pacific Railway Company

Original Trustee: Guaranty Trust Company of New York
New York, New York

Successor Trustee: Morgan Guaranty Trust Company of New York
Attn: Corporate Trust Department
30 West Broadway
New York, New York 10015

Original Mortgagor: Northern Pacific Railway Company
176 East Fifth Street
St. Paul, Minnesota 55101

RECEIVED
JAN 21 1981
FEE OPERATION BR.

Steven Paul Ruesch
C. Blair [Signature]

January 20, 1981

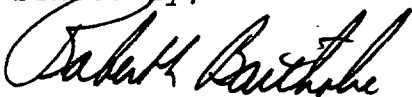
Successor Mortgagor: Burlington Northern Inc.
176 East Fifth Street
St. Paul, Minnesota 55101

General Description of the Mortgage:

All of the line of railroad branches and other property formerly belonging to the St. Paul-Duluth Railway Company (predecessor in interest and title to Northern Pacific Railway Company, predecessor in interest and title to Burlington Northern Inc.), the main line of which extend generally from the City of St. Paul in Ramsey County, Minnesota, to Lake Superior at Duluth in St. Louis County, Minnesota, a distance of 156 miles more or less, together with branches thereof as more fully described in the Granting Clauses of said mortgage. All of which have now been released from the lien of the mortgage and the mortgage fully cancelled, satisfied, and discharged.

Please return to the individual presenting these documents for recordation, Mrs. Carolyn H. Kunkel, one set of the enclosed documents, stamped and bearing the notation as provided in Section 1116.5(a) of the Commission's Regulations.

Sincerely,



Robert L. Bartholic
Assistant General Counsel

RLB/gtdl,23



BURLINGTON NORTHERN

LAW DEPARTMENT

176 East Fifth Street
St. Paul, Minnesota 55101
Telephone (612) 298-2121

No. 02-51073

Date JAN 23 1981

For \$ 110.00

NY Washington, D. C.

January 21, 1981

Mrs. Carolyn H. Kunkel
Kunkel Transportation Services, Inc.
Suite 523
425-13th Street N.W.
Washington, D.C. 20004

Dear Mrs. Kunkel:

With reference to Mr. Bartholic's telephone conversation today with Ms. Mildred Lea of the Recording Section of the Interstate Commerce Commission I am enclosing a check for an additional \$110 filing fee for the filing and recordation of the St. Paul-Duluth Division Mortgage of the Northern Pacific Railway Company dated June 15, 1900 and its supplements and Satisfaction with the Interstate Commerce Commission.

Please handle as before.

Very truly yours,

Patricia A. Jung

Patricia A. Jung
Administrative Secretary

Enclosure

RECEIVED
JAN 23 1981
FEE OPERATION BR

60
COPY

12785-1
RECORDATION NO. _____ FILED 1981

JAN 21 1981 - 1 13 PM

Northern Pacific Ry. Co.
Doc. 273
Office of Sec'y

INTERSTATE COMMERCE COMMISSION
SUPPLEMENTAL INDENTURE

INDENTURE dated this 30th day of December, 1943, between NORTHERN PACIFIC RAILWAY COMPANY, a corporation under the laws of the State of Wisconsin, party of the first part, and GUARANTY TRUST COMPANY OF NEW YORK, a corporation under the laws of the State of New York, party of the second part,

WHEREAS, Northern Pacific Railway Company acquired the properties of Saint Paul and Duluth Railroad Company by deed dated June 15, 1900, subject, however, to the First Mortgage of Saint Paul and Duluth Railroad Company dated July 1, 1881, Second Mortgage of Saint Paul and Duluth Railroad Company dated August 3, 1887, and First Consolidated Mortgage of Saint Paul and Duluth Railroad Company dated June 1, 1898, and

WHEREAS, Northern Pacific Railway Company on June 15, 1900, executed a mortgage to Guaranty Trust Company of New York, designated as Saint Paul-Duluth Division Mortgage, and

WHEREAS, Northern Pacific Railway Company on July 1, 1914, executed a mortgage to Guaranty Trust Company of New York and William S. Tod, known as Refunding and Improvement Mortgage, of which mortgage Guaranty Trust Company of New York is now the sole trustee, and

WHEREAS, the properties of Saint Paul and Duluth Railroad Company conveyed by the aforesaid deed of June 15, 1900, are subject to the liens of said Saint Paul-Duluth Division Mortgage and Refunding and Improvement Mortgage of Northern Pacific Railway Company by the terms thereof, and

WHEREAS, in order to relocate certain of its industries, Northern Pacific Railway Company acquired additional lands hereinafter described, through the exchange of properties with The Northwest Paper Company.

WHEREAS, Guaranty Trust Company of New York as Trustee of the aforesaid Saint Paul-Duluth Division Mortgage, and Refunding and Improvement Mortgage of Northern Pacific Railway Company, and pursuant to the terms thereof, has requested as further assurance the execution and delivery by Northern Pacific Railway Company of an instrument of mortgage supplementary to said mortgages, specifically subjecting to the liens thereof the property hereinafter described which was received by Northern Pacific Railway Company in the above mentioned exchange of properties, and

WHEREAS, the execution of this instrument has been duly authorized by the Board of Directors of Northern Pacific Railway Company at a meeting held on September 22, 1943.

NOW, THEREFORE, in consideration of the premises and of other good and valuable considerations, the receipt of which is hereby acknowledged, in order to subject said property fully and completely to the lien of said Saint Paul Duluth Division Mortgage dated June 15, 1900, and Refunding and Improvement Mortgage dated July 1, 1914, hereinbefore described, Northern Pacific Railway Company has granted, bargained, sold and conveyed, and does hereby grant, bargain, sell and convey unto Guaranty Trust Company of New York as Trustee of the aforesaid mortgages, its successors and assigns, forever, all and singular, the land hereinbefore referred to, acquired by Northern Pacific Railway Company from The Northwest Paper Company, for industrial sites, situate

in the County of Carlton, State of Minnesota, described as follows:

Those portions of Outlots thirty-one (31), thirty-eight (38) and thirty-nine (39) in Government Lots seven (7) and eight (8), Section fourteen (14), Township forty-nine (49) North, Range seventeen (17) West, 4th P.M., Carlton County, Minnesota, described as follows:

Beginning at a point in a northerly production of the west line of Eighth Street in the City of Cloquet where the same is intersected by a line drawn parallel with and distant seventy-five (75) feet northerly, measured at right angles, from the center line of the original main track of the St. Paul & Duluth Railroad Company's Cloquet Branch as originally constructed; thence north along said street line produced one hundred twenty (120) feet; thence east parallel with the center line of the main track of the Cloquet Branch of the Northern Pacific Railway Company as now constructed and operated twelve hundred (1200) feet; thence south parallel with a northerly production of said west line of Eighth Street thirty-seven and five tenths (37.5) feet to a point two hundred two and five tenths (202.5) feet northerly, measured at right angles, from the center line of the southerly main track of the Great Northern Railway Company (formerly Eastern Railway Company of Minnesota) as said track is now constructed and operated; thence west parallel with center line of said southerly main track of the Great Northern Railway Company to a point seventy-five (75) feet northwesterly, measured at right angles, from the said center line of main track of the St. Paul & Duluth Railroad Company as formerly constructed and operated; thence westerly, parallel with said St. Paul & Duluth Railroad Company's track center line, to the place of beginning.

TO HAVE AND TO HOLD the same unto said Trustee, its successors and assigns forever.

SUBJECT HOWEVER, to First Mortgage of Saint Paul and Duluth Railroad Company to Central Trust Company of New York, Trustee, dated July 1, 1881, Second Mortgage of Saint Paul and Duluth Railroad Company to Central Trust Company of New York, Trustee, dated August 3, 1887, and First Consolidated Mortgage of Saint Paul and Duluth Railroad Company, dated June 1, 1898, of which Manufacturers Trust Company is now Trustee, in so far as said mortgages are superior in lien to the aforesaid Saint Paul-Duluth Division Mortgage and Refunding and Improvement Mortgage, of Northern Pacific Railway Company.

BUT IN TRUST NEVERTHELESS for the equal and proportionate benefit and security of all and every the present and future holders of any and every bond and interest obligation issued under and secured by or to be issued under and secured by the said Saint Paul-Duluth Division Mortgage, and Refunding and Improvement Mortgage as therein set forth.

IN WITNESS WHEREOF Northern Pacific Railway Company, party of the first part, has caused this indenture to be signed and acknowledged or proved by its Vice President and its corporate seal to be hereunto affixed and the same to be attested by the signature of its Secretary, and Guaranty Trust Company of New York, party of the second part, has caused this indenture to be signed and acknowledged or proved by its Vice President and its corporate seal to be hereunto affixed and the same to

be attested by the signature of its Assistant Secretary, in token of its acceptance of the trusts hereby created, the day and year first above written.

Witnesses as to Northern
Pacific Railway Company:

N. A. Steiner
L. A. Renfrew

NORTHERN PACIFIC RAILWAY COMPANY
By B. W. Scandrett
Vice President

(SEAL)

Attest:
A. M. Gottschald
Secretary

Witnesses as to Guaranty
Trust Company of New York:

G. Greene
A. M. Coulter

GUARANTY TRUST COMPANY OF NEW YORK
By Arthur E. Burke
Vice President

Attest:
F. H. Kuhn
Assistant Secretary

STATE OF MINNESOTA)
COUNTY OF RAMSEY) ss

On this 30th day of December, 1943, before me appeared B. W. Scandrett and A. M. Gottschald, to me personally known, who being by me duly sworn, did say that they are respectively the Vice President and Secretary of the Northern Pacific Railway Company; that the seal affixed to the foregoing instrument is the corporate seal of said corporation, and that said instrument was executed on behalf of said corporation by authority of its board of directors, and said B. W. Scandrett and A. M. Gottschald each acknowledged said instrument to be the free act and deed of said corporation.

(SEAL) C. B. Theits
Notary Public, Ramsey County, Minn.
My commission expires Jan. 24, 1944

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss
CITY OF NEW YORK)

On this 7th day of January, in the year 1944, before me, Wm. J. Burnham, a notary public, personally appeared Arthur E. Burke, to me known to be the Vice President of the Guaranty Trust Company of New York, the corporation which executed the foregoing instrument, and who being duly sworn did say that the seal affixed to said instrument is the corporate seal of said corporation and that said instrument was signed and sealed in behalf of said corporation by authority of its Board of Directors, and the said Arthur E. Burke acknowledged said instrument to be the free act and deed of said corporation.

Given under my hand and official seal this 7th day of January, 1944.

(SEAL)

Wm. J. Burnham
Notary Public, City, County and
State of New York,
My Commission expires March 30, 1944